

[illegible]

ATTACHMENT 3: ANALYSIS OF SPECTRUM TO BE ACQUIRED BY SUBSIDIARIES OF AT&T WIRELESS PCS, INC.

Cellular Market	CMA	County	MTA	BTA	AWS PCS (MHz)	Non-AWS (Blk-MHz)	Cellular (Proposed)	Total (AWS & Non-AWS Post Acq.)	Competitors in Market
Tallahassee, FL	168	Gadsden	Jacksonville	Tallahassee, FL		ABC (C-15)	25	40	ALLTEL, Cingular, Meriwether, Nextel, Sprint, Sunshine PCS, T-Mobile, Verizon
		Leon	Jacksonville	Tallahassee, FL		ABC (C-15)	25	40	
		Wakulla	Jacksonville	Tallahassee, FL		ABC (C-15)	25	40	
Gainesville, FL	192	Alachua	Jacksonville	Gainesville, FL			25	25	ALLTEL, Cingular, Meriwether, Nextel, NextWave, Sprint
		Bradford	Jacksonville	Gainesville, FL			25	25	
FL-5	364	Putnam	Jacksonville	Jacksonville, FL		WAL (F-10)	25	35	ALLTEL, Nextel, NextWave, Sprint, T-Mobile, Verizon
		Flagler	Tampa-St. Petersburg	Daytona, FL	AWP (E-10)		25	35	ALLTEL, American Wireless, Nextel, NextWave, Sprint, T-Mobile, Verizon, X-10
FL-6	365	Dixie	Jacksonville	Gainesville, FL			25	25	ALLTEL, Cingular, Meriwether, Nextel, NextWave, Sprint
		Gilchrest	Jacksonville	Gainesville, FL			25	25	
		Levy	Jacksonville	Gainesville, FL			25	25	
FL-7	366	Union	Jacksonville	Gainesville, FL			25	25	ALLTEL, Cingular, Meriwether, Nextel, NextWave, Sprint
		Columbia	Jacksonville	Jacksonville, FL		WAL (F-10)	25	35	ALLTEL, Nextel, NextWave, Sprint, T-Mobile, Verizon
		Hamilton	Jacksonville	Jacksonville, FL		WAL (F-10)	25	35	
		Suwannee	Jacksonville	Jacksonville, FL		WAL (F-10)	25	35	
FL-8	367	Lafayette	Jacksonville	Jacksonville, FL		WAL (F-10)	25	35	ALLTEL, Nextel, NextWave, Sprint, T-Mobile, Verizon
		Jefferson	Jacksonville	Tallahassee, FL		ABC (C-15)	25	40	ALLTEL, Cingular, Meriwether, Nextel, Sprint, Sunshine PCS, T-Mobile, Verizon
		Madison	Jacksonville	Tallahassee, FL		ABC (C-15)	25	40	
		Taylor	Jacksonville	Tallahassee, FL		ABC (C-15)	25	40	
FL-9	368	Gulf	Jacksonville	Panama City, FL		ABC (C-15)	25	40	ALLTEL, Cingular, Meriwether, Nextel, Sprint, Sunshine PCS, T-Mobile, Verizon
		Calhoun	Jacksonville	Tallahassee, FL		ABC (C-15)	25	40	ALLTEL, Cingular, Meriwether, Nextel, Sprint, Sunshine PCS, T-Mobile, Verizon
		Franklin	Jacksonville	Tallahassee, FL		ABC (C-15)	25	40	
		Liberty	Jacksonville	Tallahassee, FL		ABC (C-15)	25	40	

ATTACHMENT 3: ANALYSIS OF SPECTRUM TO BE ACQUIRED BY SUBSIDIARIES OF AT&T WIRELESS PCS, INC.

Cellular Market	CMA	County	MTA	BTA	AWS PCS (MHz)	Non-AWS (Blk-MHz)	Cellular (Proposed)	Total (AWS & Non-AWS Post Acq.)	Competitors in Market
FL-10	369	Holmes	Jacksonville	Panama City, FL		ABC (C-15)	25	40	ALLTEL, Cingular, Meriwether, Nextel, Sprint, Sunshine PCS, T-Mobile, Verizon
		Washington	Jacksonville	Panama City, FL		ABC (C-15)	25	40	
		Jackson	Jacksonville	Tallahassee, FL		ABC (C-15)	25	40	ALLTEL, Cingular, Meriwether, Nextel, Sprint, Sunshine PCS, T-Mobile, Verizon
		Walton	New Orleans	Ft. Walton Beach, FL			25	25	ALLTEL, Cellular South, Cingular, Meriwether, Nextel, T-Mobile
GA 11	381	Appling	Atlanta	Savannah, GA	AWP (A-30)		25	55	ALLTEL, Cingular, Hargray, Lafayette, Nextel, T-Mobile
		Evans	Atlanta	Savannah, GA	AWP (A-30)		25	55	
		Tattnal	Atlanta	Savannah, GA	AWP (A-30)		25	55	
		Toombs	Atlanta	Savannah, GA	AWP (A-30)		25	55	
		Charlton	Jacksonville	Jacksonville, FL		WAL (F-10)	25	35	ALLTEL, Nextel, NextWave, Sprint, T-Mobile, Verizon
		Bacon	Jacksonville	Waycross, GA		ABC (C-30)	25	55	ALLTEL, Cingular, Meriwether, Nextel, Savannah Ind. PCS, Sprint, T-Mobile, Verizon
		Brantley	Jacksonville	Waycross, GA		ABC (C-30)	25	55	
		Pierce	Jacksonville	Waycross, GA		ABC (C-30)	25	55	
		Ware	Jacksonville	Waycross, GA		ABC (C-30)	25	55	
GA-14	384	Colquitt	Atlanta	Albany-Tifton, GA	AWP (A-30)		25	55	ALLTEL, Cingular, Cricket, Enterprise Wireless PCS, Nextel, Sprint, T-Mobile
		Tift	Atlanta	Albany-Tifton, GA	AWP (A-30)		25	55	
		Worth	Atlanta	Albany-Tifton, GA	AWP (A-30)		25	55	
		Atkinson	Jacksonville	Valdosta, GA		ABC (C-30)	25	55	ALLTEL, Cingular, Meriwether, Nextel, Sprint, T-Mobile
		Berrien	Jacksonville	Valdosta, GA		ABC (C-30)	25	55	
		Brooks	Jacksonville	Valdosta, GA		ABC (C-30)	25	55	
		Clinch	Jacksonville	Valdosta, GA		ABC (C-30)	25	55	
		Cook	Jacksonville	Valdosta, GA		ABC (C-30)	25	55	
		Echols	Jacksonville	Valdosta, GA		ABC (C-30)	25	55	
		Lanier	Jacksonville	Valdosta, GA		ABC (C-30)	25	55	
		Lowndes	Jacksonville	Valdosta, GA		ABC (C-30)	25	55	
ABC: ABC Wireless, LLC									
WAL: Wireless Acquisition, LLC									
AWP: AT&T Wireless PCS, LLC									

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 04/16/2003 at 04:25PM File Number: 0001254000
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1) Application Purpose: Amendment	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number: 0001254000
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation? No
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? No

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0002048908			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): ABC Wireless, LLC			
13) Attention To: Don A. Adams			
14) P.O. Box:	And / Or	15) Street Address: 11400 SE 6th Street, Suite 100	
16) City: Bellevue	17) State: WA	18) Zip Code: 98004	
19) Telephone Number: (425)519-3988		20) FAX Number:	
21) E-Mail Address:			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN):			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual):			
26) P.O. Box:	And / Or	27) Street Address:	
28) City:	29) State:	30) Zip Code:	
31) Telephone Number:		32) FAX Number:	
33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name:	MI:	Last Name:	Suffix:
35) Company Name:			
36) P.O. Box:	And / Or	37) Street Address:	
38) City:	39) State:	40) Zip Code:	
41) Telephone Number:		42) FAX Number:	
43) E-Mail Address:			

Assignee/Transferee Information

44) The Assignee is a(n): Limited Liability Corporation			
45) FCC Registration Number (FRN): 0003291192			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): AT&T Wireless PCS, LLC			
48) Name of Real Party in Interest:		49) TIN:	
50) Attention To: David C. Jatlow			
51) P.O. Box:	And / Or	52) Street Address: 1150 Connecticut Ave., NW; 4th Fl.	
53) City: Washington	54) State: DC	55) Zip Code: 20036	
56) Telephone Number: (202)223-9222		57) FAX Number: (202)223-9095	
58) E-Mail Address: david.jatlow@attws.com			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: David	MI: C	Last Name: Jatlow	Suffix:
60) Company Name: AT&T Wireless PCS, LLC			
61) P.O. Box:	And / Or	62) Street Address: 1150 Connecticut Ave.; 4th Fl.	
63) City: Washington	64) State: DC	65) Zip Code: 20036	
66) Telephone Number: (202)223-9222		67) FAX Number: (202)223-9095	
68) E-Mail Address: david.jatlow@attws.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Darla	MI:	Last Name: Pomeroy	Suffix:
80) Title: Vice President			
Signature: Darla Pomeroy		81) Date: 04/16/03	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rod. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
 *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Douglas	MI: I	Last Name: Brandon	Suffix:
83) Title: Vice President of Manager			
Signature: Douglas I Brandon		84) Date: 04/16/03	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
KNLH391	AL						Yes	Full

**FCC Form 603
Schedule A****Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services**Approved by OMB
3060 - 0800
See instructions for public
burden estimate**Assignments of Authorization****1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues
(current)

Year 2 Gross Revenues

Year 3 Gross Revenues

Total Assets:

3) Certification Statements**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control**4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing.

Attachment List

Attachment Type	Date	Description	Contents
Other	04/01/03	Ex C: AWP Response to Item 77	<u>0178326548349288703627981.pdf</u>
Other	04/16/03	Ex. A: Description and Pub. Int. Stmt	<u>0178365748349288703627981.pdf</u>

EXHIBIT C: Response to Question 77

AT&T Wireless Services, Inc. ("AWS"), a real party in interest, hereby submits this response to Question 77 of the FCC Form 603 concerning allegations against various indirect subsidiaries or affiliates of AWS. While these cases may fall outside the scope of disclosures required by Question 77, they are nevertheless being reported out of an abundance of caution.

On or about September 30, 2002, a case captioned *Beeler, et al. v. AT&T Cellular Services, Inc., et al.* was filed in the United States District Court for the Northern District of Illinois, Eastern Division (Case No. 02C 6975). The Company is named as a defendant, along with several other wireless carriers providing service in the Chicago metropolitan area. Plaintiffs allege that the defendant carriers market handsets and wireless service through tying arrangements, and that each has monopolized the market for sales of handsets to its own subscribers.

On or about September 20, 2002, a case captioned *Truong, et al. v. AT&T Wireless PCS, LLC, et al.* was filed in the United States District Court for the Northern District of California (Case No. C 02 4580). The Company is named as a defendant, along with several other wireless carriers providing service in the San Francisco metropolitan area. This complaint is substantively identical to that filed in the *Beeler* case, described above.

On or about August 23, 2002, a case captioned *Millen, et al. v. AT&T Wireless PCS, LLC, et al.* was filed in the United States District Court for the District of Massachusetts (Case No. 02-11689). The Company is named as a defendant, along with several other wireless carriers providing service in the Boston metropolitan area. This complaint is substantively identical to that filed in the *Beeler* and *Truong* cases, described above.

On or about April 5, 2002, a case captioned *Wireless Consumers Alliance, Inc., et al. v. AT&T Cellular Services, Inc., et al.* was filed in the United States District Court for the Southern District of New York (Case No. 02 CV 2637). The Company is named as a defendant, along with several other wireless carriers providing service in the New York metropolitan area. In an amended complaint, plaintiffs seek to certify a nationwide class consisting of persons who have purchased wireless service during the four years immediately preceding the filing of the complaint, and seek injunctive relief and damages under Section 1 of the Sherman Act.

On or about September 5, 2001, the second amended complaint in a case captioned *DiBraccio v. AT&T Wireless Services, Inc., et al.* was filed in Florida State Court (Eleventh Judicial Circuit, in and for Miami-Dade County) (Case No. 99-20450 CA-20). The Company is named as a defendant, along with ABC Cellular Corp., a reseller of wireless services and handsets in South Florida. Plaintiff seeks damages for alleged monopolization of wireless phone services in South Florida under Section 542.19 of the Florida Statutes and conspiracy to monopolize under the same statute.

On or about September 27, 2002, a case captioned *Morales, et. al. v. AT&T Wireless PCS, LLC, et. al.* was filed in the United States District Court for the Southern District of Texas (Case No. L-02-CV120). The company is named as a defendant, along with several other wireless carriers providing service in Texas. The complaint is substantively identical to that filed in the *Beeler*, *Millen* and *Truong* cases mentioned above.

AT&T Wireless believes that none of the listed cases has merit

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 04/16/2003 at 04:30PM File Number: 0001253983
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1) Application Purpose: Amendment	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number: 0001253983
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation? No
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? No

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0006538011			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Skagit Wireless, LLC			
13) Attention To: Darla Pomeroy			
14) P.O. Box: 397	And / Or	15) Street Address: 600 West Road	
16) City: Unionville	17) State: PA	18) Zip Code: 19375	
19) Telephone Number: (610)345-9067		20) FAX Number:	
21) E-Mail Address:			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN):			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual):			
26) P.O. Box:	And / Or	27) Street Address:	
28) City:	29) State:	30) Zip Code:	
31) Telephone Number:	32) FAX Number:		
33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name:	MI:	Last Name:	Suffix:
35) Company Name:			
36) P.O. Box:	And / Or	37) Street Address:	
38) City:	39) State:	40) Zip Code:	
41) Telephone Number:	42) FAX Number:		
43) E-Mail Address:			

Assignee/Transferee Information

44) The Assignee is a(n): Limited Liability Corporation			
45) FCC Registration Number (FRN): 0003291192			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): AT&T Wireless PCS, LLC			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: David C. Jatlow			
51) P.O. Box:	And / Or	52) Street Address: 1150 Connecticut Ave.; 4th Fl.	
53) City: Washington	54) State: DC	55) Zip Code: 20036	
56) Telephone Number: (202)223-9222	57) FAX Number: (202)223-9095		
58) E-Mail Address: david.jatlow@attws.com			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: David	MI: C	Last Name: Jatlow	Suffix:
60) Company Name: AT&T Wireless PCS, LLC			
61) P.O. Box:	And / Or	62) Street Address: 1150 Connecticut Ave.; 4th Fl.	
63) City: Washington	64) State: DC	65) Zip Code: 20036	
66) Telephone Number: (202)223-9222	67) FAX Number: (202)223-9095		
68) E-Mail Address: david.jatlow@attws.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Darla	MI:	Last Name: Pomeroy	Suffix:
80) Title: Managing Member			
Signature: Darla Pomeroy		81) Date: 04/16/03	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Douglas	MI: I	Last Name: Brandon	Suffix:
83) Title: Vice President of Manager			
Signature: Douglas I Brandon		84) Date: 04/16/03	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
KNLH285	AL						Yes	Full

**FCC Form 603
Schedule A****Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services**Approved by OMB
3060 - 0800
See instructions for public
burden estimate**Assignments of Authorization****1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor
(as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues
(current)

Year 2 Gross Revenues

Year 3 Gross Revenues

Total Assets:

3) Certification Statements**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded CorporationAssignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly
Traded Corporation, as set out in the applicable FCC rules.**For Assignees Claiming Eligibility Using a Control Group Structure**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small
Business Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone CompanyAssignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must
disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.**Transfers of Control****4) Licensee Eligibility (for transfers of control only)**As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was
originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an
application for manual filing.

Attachment List

Attachment Type	Date	Description	Contents
Other	04/01/03	Ex C: AWP Response to Item 77	<u>0178326580956685795729152.pdf</u>
Other	04/16/03	Ex. A: Description and Pub. Int. Stmt	<u>0178365770956685795729152.pdf</u>

EXHIBIT C: Response to Question 77

AT&T Wireless Services, Inc. ("AWS"), a real party in interest, hereby submits this response to Question 77 of the FCC Form 603 concerning allegations against various indirect subsidiaries or affiliates of AWS. While these cases may fall outside the scope of disclosures required by Question 77, they are nevertheless being reported out of an abundance of caution.

On or about September 30, 2002, a case captioned *Beeler, et al. v. AT&T Cellular Services, Inc., et al.* was filed in the United States District Court for the Northern District of Illinois, Eastern Division (Case No. 02C 6975). The Company is named as a defendant, along with several other wireless carriers providing service in the Chicago metropolitan area. Plaintiffs allege that the defendant carriers market handsets and wireless service through tying arrangements, and that each has monopolized the market for sales of handsets to its own subscribers.

On or about September 20, 2002, a case captioned *Truong, et al. v. AT&T Wireless PCS, LLC, et al.* was filed in the United States District Court for the Northern District of California (Case No. C 02 4580). The Company is named as a defendant, along with several other wireless carriers providing service in the San Francisco metropolitan area. This complaint is substantively identical to that filed in the *Beeler* case, described above.

On or about August 23, 2002, a case captioned *Millen, et al. v. AT&T Wireless PCS, LLC, et al.* was filed in the United States District Court for the District of Massachusetts (Case No. 02-11689). The Company is named as a defendant, along with several other wireless carriers providing service in the Boston metropolitan area. This complaint is substantively identical to that filed in the *Beeler* and *Truong* cases, described above.

On or about April 5, 2002, a case captioned *Wireless Consumers Alliance, Inc., et al. v. AT&T Cellular Services, Inc., et al.* was filed in the United States District Court for the Southern District of New York (Case No. 02 CV 2637). The Company is named as a defendant, along with several other wireless carriers providing service in the New York metropolitan area. In an amended complaint, plaintiffs seek to certify a nationwide class consisting of persons who have purchased wireless service during the four years immediately preceding the filing of the complaint, and seek injunctive relief and damages under Section 1 of the Sherman Act.

On or about September 5, 2001, the second amended complaint in a case captioned *DiBraccio v. AT&T Wireless Services, Inc., et al.* was filed in Florida State Court (Eleventh Judicial Circuit, in and for Miami-Dade County) (Case No. 99-20450 CA-20). The Company is named as a defendant, along with ABC Cellular Corp., a reseller of wireless services and handsets in South Florida. Plaintiff seeks damages for alleged monopolization of wireless phone services in South Florida under Section 542.19 of the Florida Statutes and conspiracy to monopolize under the same statute.

On or about September 27, 2002, a case captioned *Morales, et. al. v. AT&T Wireless PCS, LLC, et. al.* was filed in the United States District Court for the Southern District of Texas (Case No. L-02-CV120). The company is named as a defendant, along with several other wireless carriers providing service in Texas. The complaint is substantively identical to that filed in the *Beeler*, *Millen* and *Truong* cases mentioned above.

AT&T Wireless believes that none of the listed cases has merit

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 04/16/2003 at 04:27PM File Number: 0001253977
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1) Application Purpose: Amendment	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number: 0001253977
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation? No
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? No

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0006864722			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Amage Wireless, LLC			
13) Attention To: Don A. Adams			
14) P.O. Box:	And / Or	15) Street Address: 11400 SE 6th Street, Suite 100	
16) City: Bellvue	17) State: WA	18) Zip Code: 98004	
19) Telephone Number: (425)519-3988		20) FAX Number:	
21) E-Mail Address:			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN):			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual):			
26) P.O. Box:	And / Or	27) Street Address:	
28) City:	29) State:	30) Zip Code:	
31) Telephone Number:		32) FAX Number:	
33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name:	MI:	Last Name:	Suffix:
35) Company Name:			
36) P.O. Box:	And / Or	37) Street Address:	
38) City:	39) State:	40) Zip Code:	
41) Telephone Number:		42) FAX Number:	
43) E-Mail Address:			

Assignee/Transferee Information

44) The Assignee is a(n): Limited Liability Corporation			
45) FCC Registration Number (FRN): 0003291192			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): AT&T Wireless PCS, LLC			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: David C. Jatlow			
51) P.O. Box:	And / Or	52) Street Address: 1150 Connecticut Ave., NW; 4th Fl.	
53) City: Washington	54) State: DC	55) Zip Code: 20036	
56) Telephone Number: (202)223-9222		57) FAX Number: (202)223-9095	
58) E-Mail Address: david.jatlow@attws.com			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: David	MI: C	Last Name: Jatlow	Suffix:
60) Company Name: AT&T Wireless PCS, LLC			
61) P.O. Box:	And / Or	62) Street Address: 1150 Connecticut Ave.; 4th Fl.	
63) City: Washington	64) State: DC	65) Zip Code: 20036	
66) Telephone Number: (202)223-9222		67) FAX Number: (202)223-9095	
68) E-Mail Address: david.jatlow@attws.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

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76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

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2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Darla	MI:	Last Name: Pomeroy	Suffix:
80) Title: Vice President			
Signature: Darla Pomeroy		81) Date: 04/16/03	

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1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

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4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

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82) Typed or Printed Name of Party Authorized to Sign

First Name: Douglas	MI: I	Last Name: Brandon	Suffix:
83) Title: Vice President of Manager			
Signature: Douglas I Brandon		84) Date: 04/16/03	
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**FCC Form 603
Schedule A****Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services**Approved by OMB
3060 - 0800
See instructions for public
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Refer to applicable auction rules for method to determine required gross revenues and total assets information

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(current)

Year 2 Gross Revenues

Year 3 Gross Revenues

Total Assets:

3) Certification Statements**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

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Assignee certifies that they are eligible to obtain the licenses for which they apply.

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Transfers of Control**4) Licensee Eligibility** (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

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